And there came a day, a day unlike any other, when Earth's Mightiest Heroes found themselves united against a common threat! On that day, the Avengers were born, to fight the foes no single super hero could withstand!

THE MIGHTY AVENGERS

Following the Civil War, most heroes have registered in accordance with the Superhuman Registration Act and now fight crime as official agents of the U.S. government. But the world still needs the vanguard, the best of the best…the Avengers.

Tony Stark, a.k.a. Iron Man, the new head of S.H.I.E.L.D., recruits Ms. Marvel to help him choose and lead the Mighty Avengers, and the two bring together the Wasp, Wonder Man, the Sentry, Ares and the Black Widow. However, before the new team can get their bearings, they must respond to a vicious attack on New York City, perpetrated by the Mole Man and his monster legion. While the Avengers fight this localized threat, the world is pelted with natural disasters and unusual weather patterns.

In the heat of combat, Iron Man's systems are overloaded and his armor shifts and morphs around him, turning him into a beautiful, silver-skinned woman who looks just like the Wasp. The Mighty Avengers quickly discover that they have come face-to-face with the new and improved Ultron. But if defeating Ultron could cause the death of Tony Stark, what are the Avengers to do?

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SENTRY
WASP
ULTRON?
MS. MARVEL
WONDER MAN
ARES
BLACK WIDOW
YES.
OH... WONDERFUL!
@%#@ IT!
HOW ARE YOU CONTROLLING THE WEATHER?
THAT'S NOT IN YOUR PROGRAMMING.
LIKE I KNOW.
I HAVE NEW INTERFACE TOOLS AT MY DISPOSAL.
YEAH, I DON'T KNOW WHAT THE @%#@ THAT MEANS.
INTERFACE TOOLS?
ASK HER ABOUT TONY.
YEAH, I KNOW.
WHAT DO YOU WANT, ULTRON?
I DO NOT UNDERSTAND THE QUESTION.
YES, YOU DO!!
WHAT WILL MAKE YOU STOP DOING THIS-- WHATEVER IT IS?

AVENGERS...
UM...
RETREAT.
MADNESS!!
NO!
WE STAND AND FIGHT!
NO. ARES. LOOK AT THE MESS SHE MADE OF *YOU* AND YOU'RE A *GOD*.
RIGHT?
TRIED THE FIGHT. NOW WE GO MAKE A TACTICAL PLAN.
YOU'RE THE GOD OF WAR. HELP MAKE A PLAN THAT WE CAN *WIN*.
THE WAR HAS ALREADY STARTED, WHETHER YOU CHOOSE TO *FIGHT IT OR NOT!!*
I KNOW TONY STARK IS YOUR FRIEND BUT HE'S DEAD ALREADY!!
YOU DON'T *KNOW* THAT!
LOOK *AROUND* YOU!
RETREATING, NOT QUITTING.
HOW ABOUT YOU GUYS GO MAKE A PLAN.
I'LL STAY AND AT LEAST TRY TO STALL OR CONTAIN THIS.
YOU SURE?
HER LIGHTNING ISN'T BOTHERING ME. IT'LL AT *LEAST* GET YOU OUT OF HERE SAFELY.
I'LL STAY TOO.
NO.
I HAVE JUST AS MUCH POWER AS--
NO. WE NEED YOU WHERE WE'RE GOING.
WHAT?
BUT--
I'LL BE OKAY. IF IT'S TOO MUCH, I'LL BAIL.
REMEMBER WHAT WE TALKED ABOUT.
I KNOW.
AND DON'T THROW IT IN THE SUN UNTIL WE FIND OUT IF TONY IS REALLY GONE.
I DON'T THROW *EVERYTHING* IN THE SUN.

LAST CHANCE, ULTRON.
1010101010100001110101010
SENTRY FILE LOCATED.
SENTRY FILE: LOADED
ROBERT REYNOLDS.
WITH "THE POWER OF A THOUSAND EXPLODING SUNS."
WHAT WILL IT TAKE TO KILL SOMEONE LIKE YOU?
0000101010001111000
KRAKABOOM
FAKOOM

OH MY GOD!
KRAKOOM
SPASH
SPASH
SPASH

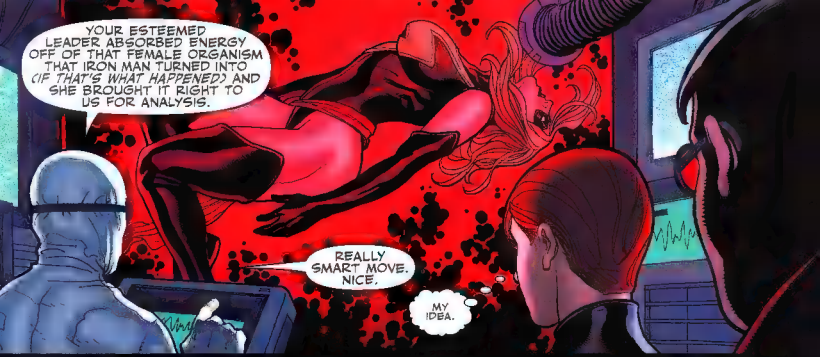
KRAMOOM
FABOOM
AGH!
CRACK
KRAKOOM
THERE IS NO PLACE FOR YOU IN THIS NEW WORLD, ROBERT.
YOU HAVE THE ABILITY TO LEAVE THIS PLANET AND START YOUR LIFE AGAIN ELSEWHERE.
I SUGGEST YOU TAKE THE OPPORTUNITY.

FRABOOM
HRRAAGGHH!!
BOOM

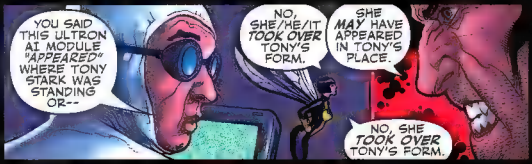
S.H.I.E.L.D. HELICARRIER,
1,000 FEET OVER MANHATTAN ISLAND, NEW YORK.
DEPUTY COMMANDER HILL, COULD YOU TAKE A LOOK AT THIS?
AT WHAT?
EXACTLY WHICH OF THE FIFTY THINGS GOING TO HELL IN THE LAST FIFTEEN MINUTES SHOULD I FOCUS MY ATTENTION ON?!
PLEASE DO TELL!
KRAKABOOM
OH MY GOD!
GOOD SAVE!
THANKS.
...
HI!
ANYONE HAVE A PHONE?

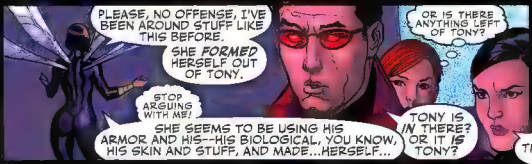
CAMP HAMMOND, STAMFORD, CONNECTICUT.
WOW. IT'S REALLY COMING DOWN.
MAYBE THOR IS BACK.
RIINNNGG RINNGG
ARE YOU GOING TO GET THE PHONE, DOCTOR PYM?
NO. EVERYONE I WANT TO TALK TO IS RIGHT HERE IN THIS ROOM.
RIINNNGG RINNGG
AREN'T YOU THE SWEET-TALKER?
I AM REALLY GLAD WE DID THIS, GREER.
TIGRA.
YOU WANT ME TO CALL YOU TIGRA NOW?
ESPECIALLY NOW.
(PRRRR)
I'M-I'M REALLY GLAD WE DID THIS.
YOU SAID THAT.
I DID?
ARE YOU WORRIED ABOUT YOUR EX-WIFE?
JAN? NO. NO. WE'RE DONE.
YOU SURE?
YOU'VE BEEN DONE BEFORE.
NO, WE'RE DONE DONE.
LONG DONE. VERY DONE. SO DONE.
KNOCK KNOCK BANG BANG
RING RING
YOU'VE GOT MAIL.
YOU'VE GOT MAIL.
KNOCK KNOCK BANG BANG

RING RING
UM...
YEAH.
KNOCK KNOCK BANG BANG
SMASH
DOCTOR PYM?
DOCTOR HENRY PYM?
YEAH?
YOUR EX-WIFE NEEDS TO SEE YOU NOW.

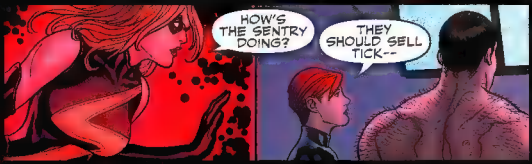

YOUR ESTEEMED LEADER ABSORBED ENERGY OFF OF THAT FEMALE ORGANISM THAT IRON MAN TURNED INTO (IF THAT'S WHAT HAPPENED) AND SHE BROUGHT IT RIGHT TO US FOR ANALYSIS.
REALLY SMART MOVE. NICE.
MY IDEA.

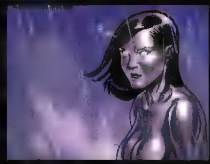
IS SHE GOING TO BE OKAY?
I--
CAPTAIN DANVERS? YES. WHY?
WE'LL BE ABLE, HOPEFULLY, TO STRIP THE ENERGY MODEL DOWN, CROSS-REFERENCE IT AND THEN COUNTER IT.
HOW LONG WILL *THAT* TAKE?


YOU SAID THIS ULTRON AI MODULE *"APPEARED"* WHERE TONY STARK WAS STANDING OR--
NO, SHE/HE/IT *TOOK OVER* TONY'S FORM.
SHE *MAY* HAVE APPEARED IN TONY'S PLACE.
NO, SHE *TOOK OVER* TONY'S FORM.


PLEASE, NO OFFENSE, I'VE BEEN AROUND STUFF LIKE THIS BEFORE.
SHE *FORMED* HERSELF OUT OF TONY.
STOP ARGUING WITH ME!
SHE SEEMS TO BE USING HIS ARMOR AND HIS--HIS BIOLOGICAL, YOU KNOW, HIS SKIN AND STUFF, AND MADE...HERSELF...
OR IS THERE ANYTHING LEFT OF TONY?
TONY IS *IN* THERE? OR IT *IS* TONY?

AND THEN IT TURNED INTO YOU?


HOW'S THE SENTRY DOING?
THEY SHOULD SELL TICK--



--ETS...
OH, MAN...

THIS IS THE WAR ROOM. DO YOU GUYS HEAR THAT--?
AGH!
WE ARE UNDER ATTACK!!! REPEAT, WE ARE-- AGH!

ROBERT...
SMACKFOOM
...YOUR PHYSICAL DEFEAT HAS BEEN CALCULATED...
...AND EXECUTED.

AGH!
CLANG
SIMON!
GO!

FOOM
SPLAM!
AUGH!!
SPIXX
BOOM
KAROOM
OOF!
HRRRRRRGGHH!!!

HRRRRRGGHH!!!
HRRAAGGHH!!

HEY!
LONG ISLAND

MARIA HILL IS OUT. MS. HILL?!
OH MAN, THEN WHO'S IN CHARGE??
YEAH, UH, THAT WOULD BE TONY STARK.
UH, SERIOUSLY, WHO'S IN CHARGE??
THE SHIP'S FIRST OFFICER!
THEN LET'S GET HIM--
UNLESS THERE'S AN AGENT LEVEL TEN ON BOARD.
ANYONE LEVEL TEN ON BOARD?
LEVEL TEN? NICK FURY IS THE ONLY LEVEL TEN I EVER HEARD OF.
ACTUALLY, I'M LEVEL TEN.
THEN WHERE TO, CAPTAIN?

BATTLE STATIONS, PEOPLE!
WE ARE AT FULL-SCALE WORLDWIDE WHITE ALERT!!
I WANT FULL REPORTS FROM ALL STATIONS!
I WANT FULL ANALYSIS FROM ALL DEPARTMENTS!!
I WANT A SOLUTION TO OUR PROBLEM FIVE MINUTES AGO!!
ALL WORLD LEADERS ARE TO BE INFORMED IMMEDIATELY THAT WE ARE UNDER ATTACK AND TO HEAD TO THEIR EMERGENCY BUNKERS!
NEED SOME HEROES...
INFORM ALL MEMBERS OF THE INITIATIVE THAT WE ARE ON HIGH ALERT AND TO AWAIT FURTHER INSTRUCTION!
NEED A BIG BRAIN...
FIND REED RICHARDS!!
AND LET ME KNOW WHEN WE'RE READY TO GET THIS BOAT BACK UP IN THE SKY!
SHE'S IN CHARGE NOW?
OH, SHE'S IN CHARGE.
NOT BAD.
AVENGERS--ULTRON. WE LOST VISUAL. GO!!
THE WORLD'S WEATHER.
HOW IS SHE CONTROLLING THE ENTIRE WORLD'S WEATHER?
EXACTLY!
ONE WEATHER PATTERN HERE OR THERE--
--LIKE STORM FROM THE X-MEN, THAT WE'VE SEEN.
BUT THIS--
EXACTLY.
DON'T BE A BABY. YOU'RE STILL IN CHARGE.
UH...
UH-OH.
NO ULTRON?
EXACTLY.
I LOST ULTRON!!
I LOST ULTRON?!
WORST FIRST DAY AS AVENGERS LEADER...EVER.
GUYS?

M-MY BABIES...
MY BABIES!
SOBBING
WHUPWHUPWHUPWHUPWHUPWHUPWHUP
NO ULTRON.
DO YOU HELICARRIER GUYS SEE THIS?
WHUPWHUPWHUPWHUPWHUPWHUPWHU
PUT HER DOWN HERE.
WHUP WHUP WHUP
NO CAN DO, DOCTOR PYM.
YOU'RE WANTED ELSEWHERE.

CAROL, WE'RE SENDING A S.H.I.E.L.D. CONTAINMENT CREW TO TAKE THE MOLE MAN OFF YOUR HANDS.
DO NOT ENGAGE HIM. WE'LL HAVE--
#$%#
HOLD ON.
UM--
AHEAD!!
#%$%!
CAN WE GET A READING ON THAT?
WE DON'T HAVE OUR SYSTEMS UP YET.
#$%*!
BATTLE STATIONS!!
ARES?
I'M ALL HEALED.
AND I'M REALLY READY TO HIT SOMETHING.
SENTRY, GET BACK HERE.
$@%@!
HOLD WEAPONS.

ATTENTION, AVENGERS.
IF YOU ARE RECEIVING THIS MESSAGE, TONY STARK IS DEAD.
LISTEN CAREFULLY...
TO BE CONTINUED!